THE GRAND BHAGWATI
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TGB BANQUETS AND HOTELS LIMITED

(Formerly Known as Bhagwati Banquets and Hotels Limited)
CIN: L55100GJ1999PLC036830
Registered Office: "The Grand Bhagwati", Plot No. 380, S. G. Road, Bodakdev, Ahmedabdad-380054
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POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Date: July 21, 2014

To,
The Member(s),

Sub: Passing of Resolution(s) by Postal Ballot

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, that TGB Banquets And Hotels Limited, hereinafter referred to as "Company", proposes to its members to pass the Resolutions as set out below, by means of Postal Ballot.

The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, setting out the material facts and the reasons for the Resolutions, is also appended herewith and is being sent to you along with a Postal Ballot Form. The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions carefully printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (6.00pm)on Wednesday, September 3, 2014. Postal Ballot Forms received after this date will be considered as invalid.

e-Voting Option:

The Company is also offering e-Voting facility to the Shareholders of the Company. Hence, the Shareholders are requested to consider and if thought fit to give ASSENT/DISSENT to the proposed resolution as a Special Resolution through e-Voting facility. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. Please read and follow the instructions carefully on e-Voting printed in this Notice.

The Scrutinizer will submit his report to the Managing Director / Whole-time Director of the Company, upon completion of scrutiny of Postal Ballots and voting through e-Voting platform, in a fair and transparent manner and the results will be announced on Saturday, September 6, 2014 at the Corporate Office of the Company. The result of the Postal ballot will also be displayed at the notice board at Registered Office of the company and posted on the Company's website, besides communicating the same to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement.

The Board of Directors of the Company, in its meeting held on July 5, 2014 have approved the following resolution for approval of the Shareholders of the Company:

Item No. 1 : Borrowing Powers of the Board

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of resolution no. 6 passed vide 12th Annual General Meeting held on September 30, 2011 and pursuant to Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any Amendment thereto or re-enactment thereof), the consent of Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount so borrowed by the Board shall not exceed at any time, Rs.250 crores (Rupees Two Hundred Fifty Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Item No. 2 : Creation of Charges on the Company's Properties

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of resolution no. 7 passed vide 12th Annual General Meeting held on September 30, 2011 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any Amendment thereto or re-enactment thereof, the consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges mortgages and hypothecations / or in addition to the existing charges, mortgages and hypothecations / created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties of the Company, both present and future and /or whole or any part of undertaking(s) of the Company together with power to take over the substantial assets of the company in certain events in favour of lenders, agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) in foreign currency and/or rupee currency from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at respective agreed rates, compound / additional interest, commitment charges, premium on pre-payment or on redemption, cost, charges, expenses and all other moneys payable by the company to the lenders in terms of the loan agreement(s), consortium agreements / letter of sanction / memorandum of terms and conditions as contained in any other document entered in to /to be entered into between the Company and the lenders,/agent(s)/trustees, in respect of the said loans/borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s)/trustee(s)".

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

By order of the Board of Directors
For TGB Banquets and Hotels Limited

Sd/-
Kalpesh Kumar Mehta
Company Secretary

Place : Ahmedabad
Date : 21.07.2014

Notes:

1. The Explanatory Statement for the proposed Special Resolutions under Item No. 1 & 2 pursuant to Section 102(2) read with Section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary, to act as the "Scrutinizer" to conduct the e-Voting and physical Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of the Beneficial Owner as received from National Securities Depository Limited (NSDL) /Central Depository Services Limited (CDSL) as on Friday, the July 25, 2014.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism.

   For this purpose, the Company has entered into agreement with the National Securities Depository Limited (NSDL) for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. **Please note that e-Voting is optional.**

   I) The instructions for e-Voting are as under:

   A. In case of Members receiving email from NSDL :

   [for members whose email IDs registered with the Depository Participant]

   (i) Open email and open PDF file. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

   (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of TGB Banquets And Hotels Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rssharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot:

[for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]

(i) Initial password is provided as below in the Postal ballot form:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V) The e-voting period commences on August 5, 2014 (9:00 am) and ends on September 3, 2014 (6:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 25, 2014, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way postal ballot form.

VI) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 25, 2014.

VII) The Scrutinizer shall within a period not exceeding two(2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director/ Whole-time Director of the Company.

5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.

6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa.

   However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

7. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on September 3, 2014 (6.00 pm). Please note that all postal ballot forms received after September 3, 2014 (6.00 pm) will be strictly treated as if the reply from the member has not been received.

8. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Investors' page on the website of the Company www.tgbhotels.com and fill in the details and send the same to the Scrutinizer.

9. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.

10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

11. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

12. The vote in this Postal Ballot cannot be exercised through proxy.

13. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.

14. The Results of e-voting and postal ballot form shall be aggregated and declared by the Managing Director/ Whole-time Director. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tgbhotels.com and on the website of NSDL within two(2) days of passing of the resolutions and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED JULY 21, 2014 PURSUANT TO SECTION 102(2) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

The members had, vide their 12th Annual General Meeting held on September 30, 2011, passed ordinary resolutions for Nos. 6 & 7 accorded their consent to the Board of Directors of the Company to borrow upto Rs.250 crores for the purpose of meeting the capital expenditure and additional working capital requirements and any other corporate purposes, as also for the creation of charges on Company's Properties as required under Section 293(1) (d) and 293 (1) (a) respectively of the Companies Act, 1956.

On Implementation of the Companies Act, 2013, Section 180(1) (c) and Section 180(1) (a) of the Act were made effective from September 12, 2013, which provide for approval by the Shareholders by way of Special Resolutions as against Ordinary Resolutions under the Companies Act, 1956. The Ministry of Corporate Affairs has vide General Circular No. 04/2014 dated March 25, 2014 clarified that pursuant to the said Sections of the Act, companies would be required to pass a fresh Resolution by September 11, 2014. As such, it is necessary to obtain fresh approval of the Members by means of Special Resolutions, to enable the Board of Directors of the Company to: a) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company; and b) create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders, agent(s), trustee(s), to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Whilst no increase in the said limits is currently being proposed, the Members' approval is being sought pursuant to Section 180 of the Act by way of Special Resolutions.

The above proposals as set out in the Resolutions, at Item Nos. 1 and 2 of the Notice are in the interest of the Company and your Directors commend the same for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolutions.

By order of the Board of Directors
For TGB Banquets and Hotels Limited

Sd/-
Kalpesh Kumar Mehta
Company Secretary

Place : Ahmedabad
Date : 21.07.2014